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ASX Announcement

Friday, 22 October 2010

THIRD QUARTER REPORT FOR PERIOD ENDED 30 SEPTEMBER 2010

Comparative performance at a glance					
Previous quarter		**Q3 2010**	**Q2 2010**	**Difference**	**Change %**
Production	*MMboe*	18.3	17.5	0.8	5%
Sales	*MMboe*	18.5	17.3	1.2	7%
Revenue	*US$ million*	1,033	1,074	(41)	(4%)
Corresponding quarter, prior year		**Q3 2010**	**Q3 2009**	**Difference**	**Change %**
Production	*MMboe*	18.3	20.6	(2.3)	(11%)
Sales	*MMboe*	18.5	20.3	(1.8)	(9%)
Revenue	*US$ million*	1,033	897	136	15%

Production volumes up 5% and sales revenues down 4% compared to Q2 2010

- Production volumes were up 5% compared to the previous quarter, largely driven by the North West Shelf with record LNG and LPG production plus increases in condensate, NWS oil and pipeline gas. In addition, oil production at Vincent increased due to higher facility uptime.
- Sales revenue declined by 4%. This was largely a consequence of the inclusion in the previous quarter of one-off payments arising from the settlement of some LNG price negotiations. This comparative reduction in the Q3 2010 revenue was partially offset by increased sales volumes and higher underlying LNG prices.

Production volumes down 11% and sales revenues up 15% compared to Q3 2009

- Production volumes were down 11% compared to the corresponding quarter in 2009, largely driven by the sale of Woodside's interest in the Otway Gas Project and natural oil field decline.
- Sales revenue was up 15%, primarily as a result of improved commodity prices.

Activities

- Pluto LNG foundation project - 94% complete as at the end of September.
- Pluto expansion - Onshore FEED studies for Pluto Train 2 and 3 are now complete. The exploration campaign to support Pluto expansion continues with gas discoveries at Larsen Deep and Alaric.
- Browse – Basis of design work continues on schedule. The preliminary field development plan was submitted to the State and Federal regulators for assessment.
- Sunrise – Concept Evaluation Reports were submitted to the Joint Petroleum Development Area and Australian regulators at the Sunrise Commission in Dili.
- North Rankin Redevelopment – the project remains on schedule for completion in 2013.
- North West Shelf Oil FPSO Replacement project – Construction works are nearing completion with production shut in scheduled from Q1 2011 and resumption of production expected in Q2 2011.
- The 2010 production target of 70 - 75 MMboe is unchanged.

Production Summary

The Company's share of production and sales for the quarter ended 30 September 2010:

		Q3 2010	Q2 2010	Q3 2009	Year to date 2010	Year to date 2009
NWS PIPELINE NATURAL GAS [1]	Production(TJ)	21,833	21,297	21,953	64,290	66,198
	Sales (TJ)	21,833	21,297	21,953	64,290	66,198
NWS LIQUEFIED NATURAL GAS (LNG)	Production (t)	672,424	582,063	600,713	1,916,362	1,763,758
	Sales Delivered (t)	670,031	591,842	625,066	1,906,588	1,768,729
	Cargoes Delivered	68	61	65	195	183
NWS CONDENSATE	Production (bbl)	2,349,149	2,202,810	2,394,561	6,894,236	6,864,201
	Sales (bbl)	2,371,084	2,174,089	2,430,840	6,794,364	6,995,754
NWS OIL	Production (bbl)	1,004,845	906,341	1,220,708	3,129,648	3,503,265
	Sales (bbl)	1,046,543	825,653	1,069,795	3,181,611	3,466,607
NWS LIQUEFIED PETROLEUM GAS (LPG)	Production (t)	40,542	36,862	38,276	117,703	111,154
	Sales (t)	42,628	34,238	34,236	119,477	110,210
LAMINARIA–CORALLINA OIL	Production (bbl)	531,344	558,103	1,275,118	1,782,418	2,589,714
	Sales (bbl)	894,214	185,907	1,109,214	1,644,110	2,369,906
MUTINEER–EXETER OIL	Production (bbl)	32,630	38,005	71,498	101,358	180,425
	Sales (bbl)	29,839	52,505	49,870	82,344	149,586
ENFIELD OIL	Production (bbl)	1,202,915	1,627,696	1,247,825	4,534,582	4,342,843
	Sales (bbl)	1,282,436	1,505,467	1,399,486	4,689,895	4,243,726
STYBARROW OIL	Production (bbl)	558,146	790,397	1,340,019	1,760,351	4,736,146
	Sales (bbl)	562,425	837,291	1,150,718	1,773,688	4,489,405
VINCENT OIL	Production (bbl)	1,618,787	1,245,159	1,199,196	3,925,517	3,220,434
	Sales (bbl)	1,397,279	1,487,633	1,040,491	3,590,732	3,212,897
OTWAY PIPELINE NATURAL GAS [4]	Production (TJ)	0	0	6,691	4,974	19,224
	Sales (TJ)	0	0	6,691	4,970	19,210
OTWAY CONDENSATE [4]	Production (bbl)	0	0	78,651	58,161	228,435
	Sales (bbl)	0	0	83,249	58,287	225,158
OTWAY LPG [4]	Production (t)	0	0	9,791	7,018	27,571
	Sales (t)	0	0	10,001	7,229	27,396
OHANET CONDENSATE ENTITLEMENT (RSC) [2]	Production (bbl)	346,513	352,850	345,238	1,026,450	1,025,440
	Sales (bbl)	346,513	352,850	345,238	1,026,450	1,025,440
OHANET LPG ENTITLEMENT (RSC) [2]	Production (t)	28,214	28,730	28,110	83,577	83,495
	Sales (t)	28,214	28,730	28,110	83,577	83,495
GULF OF MEXICO PIPELINE NATURAL GAS [3]	Production (MMBtu)	1,259,330	1,661,925	2,268,993	4,703,700	7,624,498
	Sales (MMBtu)	1,259,330	1,661,925	2,268,993	4,703,700	7,624,498
GULF OF MEXICO CONDENSATE[3]	Production (bbl)	8,063	12,190	18,809	35,186	64,360
	Sales (bbl)	8,063	12,190	18,809	35,186	64,360
GULF OF MEXICO OIL [3]	Production (bbl)	272,643	272,397	326,889	824,457	1,086,700
	Sales (bbl)	272,643	272,397	326,889	824,457	1,086,700
Total	**Production (boe) #**	**18,265,259**	**17,497,279**	**20,593,507**	**54,986,560**	**60,658,152**
	Sales (boe) #	**18,547,031**	**17,262,916**	**20,260,837**	**54,543,875**	**60,178,544**

1 Woodside's equity share is 50% of the first 414 TJ per day and 16.67% for all gas produced above this amount.
2 Risk Sharing Contract (RSC) derived volumes have been calculated using the 10 year oil price at the time of initial production.
3 Gulf of Mexico production and sales volumes are net of royalties.
4 Sale of Woodside's interest in the Otway Gas project was completed on 16 March 2010.
Conversion Factors (see page 8).

Sales Revenue and Expenditure

The Company's share of sales revenue and exploration, evaluation and capital expenditure for the quarter:

Amounts in US$ million[1]		Q3 2010	Q2 2010	Q3 2009	Year to date 2010	Year to date 2009
Sales Revenue						
NWS and Otway[7]	Pipeline Natural Gas	75.0	69.7	78.8	228.0	211.0
NWS	LNG	315.2	376.2[6]	183.0	1,005.9	542.3
	Condensate	176.2	170.4	161.6	512.7	377.1
	Oil	81.1	63.7	78.6	245.7	200.4
	LPG	27.1	23.4	17.6	81.5	51.2
Laminaria-Corallina	Oil	66.8	16.1	70.2	127.3	127.1
Mutineer-Exeter	Oil	(0.6)[8]	5.3	3.2	6.8	7.9
Enfield	Oil[2]	102.7	125.7	96.9	378.8	239.9
Stybarrow	Oil[2]	44.8	71.2	84.3	146.0	261.8
Vincent	Oil[2]	105.4	111.9	69.0	271.7	151.3
Otway[7]	Condensate	0	0	4.3	3.5	10.3
	LPG	0	0	5.5	5.4	13.3
Ohanet	Condensate	8.3	8.4	8.3	24.6	24.6
	LPG	5.5	5.7	5.5	16.4	16.4
Gulf of Mexico	Pipeline Natural Gas[3]	6.2	8.5	7.8	25.5	31.1
	Condensate[3]	0.6	1.0	1.3	2.7	3.3
	Oil[3]	19.7	19.9	20.9	60.5	54.2
Crude Oil Hedging	Gain / (Loss) [2]	(1.3)	(3.0)	0.0	(8.0)	19.6
	Total	**1,032.7**	1,074.1	896.8	**3,135.0**	2,342.8
Exploration and Evaluation Expense						
Exploration Expensed		70.0	100.3	13.1	205.7	109.0
Permit Amortisation		6.1	5.2	6.7	16.6	28.3
Evaluation Expensed		0.2	1.5	1.5	2.4	3.3
	Total	**76.3**	107.0	21.3	**224.7**	140.6
Capital Expenditure						
Exploration Capitalised [4, 5]		106.8	27.6	34.9	202.6	81.0
Evaluation Capitalised [5]		72.1	102.8	27.6	229.2	119.3
Oil and Gas Properties [5]		741.9	614.4[9]	1,108.2	2,186.2	3,098.7
Other Property, Plant and Equipment		0.5	1.0[9]	2.6	1.6	5.1
	Total	**921.3**	745.8	1,173.3	**2,619.6**	3,304.1

1 From 1 January 2010, Woodside elected to adopt US dollars (US$) as the functional currency of the company and other key entities in the Woodside group. The comparative financial information for sales revenue was translated at spot rates ruling on the dates of the transactions. Exploration and Evaluation Expense and Capital Expenditure were translated at monthly average rates during the period.
2 The Greater Exmouth area zero cost collars (established at the time of the Vincent project FID) commenced settling from June 2008.
3 Gulf of Mexico revenue is reported net of royalties.
4 Exploration Capitalised represents expenditure on successful and pending wells, plus permit acquisition costs during the period and is net of well costs reclassified to expense on finalisation of well results.
5 Project Final Investment Decisions result in amounts of previously capitalised Exploration and Evaluation expenditure (from current and prior years) being transferred to Oil & Gas Properties. The table above does not reflect the impact of such transfers.
6 NWS LNG revenue includes the revenue from the settlement of some LNG price negotiations which are held commercial in confidence.
7 Sale of Woodside's interest in the Otway Gas Project was completed on 16 March 2010.
8 The negative sales revenue is due to impact of higher oil price on Woodside's entitlement accounting during the quarter.
9 Restatement resulted from reclassification of US$11.8 million of capital expenditure from Other Plant and Equipment to Oil and Gas Properties.

Production Activities

Field	Woodside share		Full field		
	Q3 2010	Q2 2010	Q3 2010	Q2 2010	Remarks
Australia NWS - Average daily production					
Pipeline gas (TJ)	237	234	596	576	Gas demand is at normal seasonal levels.
LNG (t)	7,309	6,396	46,669	40,833	Record LNG production for the quarter due to improved utilisation of the LNG production system.
Condensate (bbl)	25,534	24,207	126,449	116,689	Condensate rates were higher for the quarter due to good gas system utilisation. The condensate outlook is expected to be lower in Q4 due to lower anticipated production from the declining Echo Yodel and Searipple fields.
Oil (bbl)	10,922	9,960	32,767	29,879	Oil production was higher due to re-establishing gaslift after successful mechanical repairs in early Q3. At the end of the quarter the field was producing approximately 37,500 bbl/day (Woodside share 12,500 bbl/day). Planning is well advanced for intervention in Q4 2010 into the Lambert-6 well. The intervention is designed to shut-off water production at the wellbore and re-establish oil production.
LPG (t)	441	405	2,780	2,554	Record LPG production for the quarter due to good gas system utilisation. The outlook for LPG is expected to be lower in Q4 due to lower anticipated production from the declining Echo Yodel and Searipple fields.
Other Australia - Average daily production					
Laminaria-Corallina Oil (bbl)	5,775	6,133	8,807	9,312	Production was lower due to natural field decline. This was partially offset by a return to service of the production test riser for the Laminaria field in September, which resulted in increased daily production rates by approximately 600 bbl/day. At the end of the quarter, production was approximately 10,500 bbl/day (Woodside share 6,900 bbl/day).
Mutineer-Exeter Oil (bbl)	355	418	4,325	5,093	Production was lower due to a well being shut-in as a result of a failed electric submersible pump. At the end of the quarter, the field was producing approximately 5,000 bbl/day (Woodside share 410 bbl/day).
Enfield Oil (bbl)	13,075	17,887	21,792	29,811	Production was lower due to natural field decline, pressure management in preparation for drilling development wells and a two-week shutdown in August. This was partially offset in August with the start-up of a new infill production well (Main West). Another new infill production well (Horst) was drilled and completed with start-up expected in early Q4. At the end of the quarter, the field was producing approximately 27,000 bbl/day (Woodside share 16,000 bbl/day).
Stybarrow Oil (bbl)	6,067	8,686	12,134	17,371	Production was lower due to natural field decline, pressure management while drilling the Stybarrow North development well and the loss of production from the H4 well due to sanding. At the end of the quarter, the field was producing approximately 14,000 bbl/day (Woodside share 6,900 bbl/day).
Vincent Oil (bbl)	17,596	13,683	29,326	22,805	Production was higher due to improved facility uptime and a production increase from the use of a subsea multiphase pump that increased production by approximately 10,000 bbl/day. At the end of the quarter, the field was producing approximately 32,000 bbl/day (Woodside share 19,000 bbl/day).

Africa

	Q3 2010	Q2 2010	
Algeria – Ohanet	US$13.8 million	US$14.1 million	Woodside's share of the revenue entitlement received by the Ohanet Joint Venture was US$13.8 million for the three months from July to September 2010 which equates to 346,513 bbl of condensate and 28,214 tonnes of LPG. These derived volumes were calculated using the 10 year oil price at the time of initial production.

United States - Woodside share average daily production

	Q3 2010	Q2 2010	
Gulf of Mexico Gas (GOM) (MMBtu)	13,688	18,263	Gas and condensate production were lower due to natural field decline and production maintenance activities. Woodside's net production at the end of the quarter was approximately 12,900 MMBTU/day of gas and 80 bbl/day of condensate.
Condensate (bbl)	88	134	
Gulf of Mexico Oil (GOM) (bbl)	2,964	2,993	Despite natural field decline oil production was flat due to field optimisation activities. At the end of the quarter, Neptune was producing approximately 12,900 bbl/day (Woodside share 2,300 bbl/day), and Powerplay was producing approximately 3,900 bbl/day (Woodside share 630 bbl/day). Woodside's net oil production at the end of the quarter was approximately 3,200 bbl/day.

Development Activities

Australia

North West Shelf

- **North Rankin Redevelopment Project**: Work continues on the North Rankin B (NRB) jacket, piles and bridges fabrication in Indonesia and the topsides fabrication in Korea. Modifications are continuing on North Rankin A for process tie-ins and the bridge-links to NRB. Installation has commenced on the support structure at NRA for the north bridge-link. The bridge links will enable the two platforms to act as a single hub. Progress on the two major transport barges for the jacket and the topsides are on plan. The project remains on schedule for completion in 2013.

- **North West Shelf Oil Redevelopment:** FPSO Okha construction works are nearing completion at Keppel Shipyard in Singapore with commissioning activities scheduled to commence during Q4 2010. Commencement of subsea infrastructure refurbishment is scheduled for late Q4 2010 with production shut-in from Q1 2011. The FPSO is expected to sailaway from Singapore by the end of Q1 2011 with resumption of production in Q2 2011.

Pluto LNG Foundation Project
The Pluto LNG Project was 94% complete as at end September 2010. A comprehensive periodic cost and schedule evaluation is underway; the results will be available in November.

Offshore commissioning is progressing with the platform team completing hook-up and completion scope of work in July. The two 20" flowlines have been de-watered ready for the introduction of hydrocarbons and preparations are well underway to de-water the 180 km 36" trunkline and 6" MEG line during Q4 2010.

Onshore the project continues to transition from construction to commissioning with the final key heavy lifts on site completed in August and commissioning of the emergency diesel generators during the quarter. The two LNG storage tanks are complete and under nitrogen purge. It has been determined that the onshore flare tower designs are not in compliance with Woodside's wind loading specifications. The flare towers were managed by the engineering, procurement and construction management contractor (EPCm contractor) via a flare design and fabrication specialist. Some sections of the flare towers are being dismantled in preparation for the approaching cyclone season and corrective action.

Pluto Expansion
Onshore FEED studies for Pluto Train 2 and Train 3 are now complete, contractor selection processes are underway.

The exploration campaign to support Pluto expansion is ongoing with exploration and appraisal drilling to continue into 2011. In parallel with the exploration campaign, discussions continue with other resource owners in the Carnarvon Basin regarding opportunities for their inclusion in Pluto LNG expansion trains.

Browse
Basis of design work continued during the quarter and is on schedule. A nearshore and offshore geotechnical sampling program commenced during the period and has made substantial progress. These studies will provide important information for the design of the pipeline route and port facilities at the Browse LNG Precinct, 60 km north of Broome.

The Western Australian Government announced it would start a land acquisition process to secure the land required for the Browse LNG Precinct. The Browse LNG Development is the foundation proponent at the Precinct. Woodside and the State Government's preference remains to secure an agreement with the area's Traditional Owners for land access. The land acquisition process will provide all parties with an opportunity to secure a negotiated outcome.

Woodside submitted the Browse preliminary field development plan to the State and Federal regulators for assessment.

Sunrise
In September the Sunrise Joint Venture submitted its Concept Evaluation Reports to the Joint Petroleum Development Area and Australian regulators at the Sunrise Commission in Dili.

Exploration and Appraisal Activities

Exploration or appraisal wells drilled during Q3 2010

Well Name	Basin/ Area	Target	Woodside Interest (%)	Spud Date	Water Depth [1] (metres)	Total Well Depth [2] (metres)	Remarks
AUSTRALIA							
Furness-1[3]	Exmouth, WA-255-P	Oil	50.00	01/7/2010	606	2,709	Exploration, dry hole
Alaric-1[4]	Outer Exmouth, WA-434-P	Gas	100.00	23/07/2010	1,961	4,563	Exploration, gas discovery
Tiberius-1[5]	Outer Exmouth, WA-434-P	Gas	100.00	16/06/2010	1,660	2,856	Exploration, dry hole
Larsen Deep-1[6]	Greater Pluto, WA-404-P	Gas	50.00	19/03/2010	1,243	4,963	Exploration, gas discovery
Camus-1	Greater Pluto, WA-404-P	Gas	50.00	27/03/2010	1,348	3,428	Exploration, dry hole
Moyet-1	Greater Pluto, WA-404-P	Gas	50.00	06/09/2010	1,296	2,564[7]	Exploration, top hole section[9]
LATIN AMERICA							
Asterix-1[3]	Brazil, Santos Basin	Oil-Gas	12.50	22/05/2010	377.5	5,830	Exploration, minor gas shows
Pepe-1[3]	Brazil, Santos Basin	Oil-Gas	12.50	07/09/2010	585.5	3,800[8]	Exploration, drilling at end of Q3

Notes:
1 Water depth measured at lowest astronomical tide (LAT).
2 Reported depths referenced to the rig rotary table.
3 Not operated by Woodside.
4 Alaric-1 intersected approximately 185m gross gas over several zones within the Triassic-aged sandstone targets.
5 Tiberius successfully intersected a pinnacle carbonate reef. Subsequent to the end of the quarter, due to lost circulation problems, a decision was taken to prematurely abandon the well at a total depth of 2,856m without penetrating the entire carbonate reef or Triassic section. There were no hydrocarbon indications in the portion of the reef that had been penetrated.
6 Larsen Deep-1 intersected approximately 30m gross gas within the Triassic-aged sandstone targets.
7 Proposed total depth 3,849m.
8 Proposed total depth.
9 Due to rig logistics only the top hole was drilled then the rig mobilised to Pluto to finalise the PLA01 completion.

Exploration or appraisal wells planned to commence in Q4 2010

Well Name	Basin / Area	Target	Woodside's Interest (%)	Water Depth [1] (metres)	Proposed Total Depth [2] (metres)	Remarks
AUSTRALIA						
Cimatti-1	Exmouth sub-basin, WA-28-L	Oil	60.00	546	2,485	Exploration
Remy-1	Greater Pluto, WA-404-P	Gas	50.00	1,293	4,321	Exploration
Well#9	Greater Pluto, WA-404-P	Gas	50.00	TBA	TBA	Exploration
Moyet-1	Greater Pluto, WA-404-P	Gas	50.00	1,296	3,849	Exploration, bottom hole section
Laverda North-1	Exmouth sub-basin	Oil	60.00	809	2,250	Appraisal

Notes:
1 Water depth measured at lowest astronomical tide (LAT).
2 Reported depths referenced to the rig rotary table.

Permits and Licences

Key changes to permit and licence holdings during the quarter are noted below (some transactions may be subject to government and regulatory approval).

Region	Permit or Licence Area	Change in Interest (%) Increase or (Decrease)	Woodside's Current Interest %	Remarks
AUSTRALIA				
Pluto	WA-370-P[1]	(50.00)	0.00	Cancelled
Pluto	WA-269-P	13.33	66.67	Subject to Government and Regulatory Approval
Pluto	WA-389-P	65.00	65.00	Subject to Government and Regulatory Approval
Pluto	WA-401-P	50.00	100.00	Hess Australia (Exmouth) Pty Limited withdrew
AFRICA				
Sierra Leone	Blocks SL-6,7	(25.00)	0.00	Sold to Anadarko (S.L.) Company[2]
Liberia	Blocks LB 15, 16, 17	(17.50)	0.00	Sold to Anadarko Liberia Company[2]
UNITED STATES				
GOM	KC 410/G27714; KC 411/G27715; KC 500/G26751	50.00	50.00	Equity Acquisition[2]
GOM	KC 455/G31246; AT 401/G31798	25.00	25.00	Equity Acquisition[2]
GOM	KC 456/G31247; GC 550/G26319; GC 551/G28084	12.50	12.50	Equity Acquisition[2]
GOM	KC 286/G23404	(10.5625)	0.00	Relinquishment

Notes:

1 WA-370-P - Woodside Energy Ltd entered into a Good Standing Arrangement with the Joint Authority requiring A$7.5 million (US$6.7 million) to be spent evaluating future re-gazetted acreage in lieu of drilling a Primary Term well in WA-370-P.

2 Consistent with our strategy in West Africa, Woodside executed a sale and purchase agreement to dispose of all interests in Sierra Leone and Liberia. The consideration for the divestment is comprised of interests in eight exploration permits in the Gulf of Mexico and a cash payment of US$65 million. The transaction was completed during the reporting period.

Corporate Activities

2011 Capital Expenditure and Production Guidance

Guidance for Woodside's 2011 capital expenditure and production will be issued via the ASX platform in November. The guidance will incorporate the comprehensive Pluto LNG foundation project cost and schedule evaluation which is currently underway.

Succession Plan Commenced for CEO

Subsequent to the end of the quarter, Woodside advised that its Chief Executive Officer (CEO), Don Voelte, intended to retire from Woodside in the second half of 2011. The timing of the announcement provides a sufficient notice period to conduct a thorough internal and external search and allow a seamless transition to a new CEO. On retirement Don Voelte would have served the company for more than seven years and changed the focus of the company from international expansion to growing its Australian natural gas interests.

Commenting on Don's decision, Woodside's Chairman, Mr Michael Chaney said "Don had excelled in his time as CEO of Woodside in strengthening the company's capability and expanding Woodside's liquefied natural gas portfolio. He has rewarded the faith shown in him by the Woodside Board when he was appointed in 2004, and we appreciate the time he has given the Board to make a smooth transition to a new CEO".

CONVERSION FACTORS

(boe) = barrel of oil equivalent (TJ)= Terajoules (t) = tonne (bbl) = barrel (MMBtu) = Million British Thermal Units

(MMcfg) = million cubic feet of gas (Bcf) = billion cubic feet of gas (kt) = thousand tonnes

Product	Factor		Conversion Factors*
Australian Pipeline Natural Gas	1TJ	=	163.6 boe
Liquefied Natural Gas (LNG)	1 tonne	=	8.9055 boe
Condensate	1 bbl	=	1.000 boe
Oil	1 bbl	=	1.000 boe
Liquefied Petroleum Gas (LPG)	1 tonne	=	8.1876 boe
Gulf of Mexico Pipeline Natural Gas	1 MMBtu	=	0.1724 boe

** minor changes to some conversion factors can occur over time due to gradual changes in the process stream*

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